

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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WHARTON CAPITAL PARTNERS LTD. and,
WHARTON CAPITAL MARKETS LLC,

Index No.: 08-CV-0056

Plaintiffs,

RULE 7.1 STATEMENT

- against -

XSUNX, INC.

Defendant.
-----X

Defendant XSUNX, INC. by and through its attorneys, BOND, SCHOENECK & KING, PLLC, hereby declares as follows, pursuant to Rule 7.1 of the Federal Rules of Civil Procedure:

1. Said Defendant has no parent corporation.
2. No publicly held corporation holds 10% or more of said Defendants stock.

Dated: Garden City, New York
February 11, 2008

Respectfully submitted,

BOND, SCHOENECK & KING, PLLC

s/Howard M. Miller

By: Howard M. Miller (HMM: 4538)
Attorneys for Defendant
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CERTIFICATE OF SERVICE

I hereby certify that on February 11, 2008 the foregoing document was filed with the Clerk of the Court and served in accordance with the Federal Rules of Civil Procedure, and/or the Southern District's Local Rules, and/or the Southern District's Rules on Electronic Service upon the following parties and participants:

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